



96TH GENERAL ASSEMBLY

State of Illinois

2009 and 2010

SB2557

Introduced 1/13/2010, by Sen. William R. Haine

SYNOPSIS AS INTRODUCED:

805 ILCS 5/1.45	from Ch. 32, par. 1.45
805 ILCS 105/101.45	from Ch. 32, par. 101.45
805 ILCS 180/55-5	
805 ILCS 215/1309	

Amends the Business Corporation Act of 1983, the General Not For Profit Corporation Act of 1986, the Limited Liability Company Act, and the Uniform Limited Partnership Act (2001). Provides that if the Secretary of State fails to approve any articles of incorporation or other documents filed under any of those Acts that are required to be approved by the Secretary of State before the same are filed in his or her office, the Secretary of State shall, within 20 business days (instead of 10 days in the case of a corporation or 10 business days in the case of a limited liability company or limited partnership) give written notice of the disapproval to the person or entity delivering the documents. Provides for judicial review of the Secretary of State's revocation of the authority (instead of the certificate of authority) to transact business or conduct affairs in this State of any foreign corporation. Effective immediately.

LRB096 16840 DRJ 32151 b

1 AN ACT concerning business.

2 **Be it enacted by the People of the State of Illinois,**
3 **represented in the General Assembly:**

4 Section 5. The Business Corporation Act of 1983 is amended
5 by changing Section 1.45 as follows:

6 (805 ILCS 5/1.45) (from Ch. 32, par. 1.45)

7 Sec. 1.45. Judicial review under the Administrative Review
8 Law.

9 (a) If the Secretary of State shall fail to approve any
10 articles of incorporation, amendment, merger, consolidation,
11 dissolution, petition for reduction or refund, or any other
12 document required by this Act to be approved by the Secretary
13 of State before the same shall be filed in his or her office,
14 the Secretary shall, within 20 business ~~10~~ days after the
15 delivery thereof to him or her, give written notice of his or
16 her disapproval to the person or corporation, domestic or
17 foreign, delivering the same, specifying the reasons therefor.
18 The decision of the Secretary of State is subject to judicial
19 review under the Administrative Review Law, as now or hereafter
20 amended.

21 (b) If the Secretary of State shall revoke the ~~certificate~~
22 ~~of~~ authority to transact business in this State of any foreign
23 corporation, pursuant to this Act, such decision shall be

1 subject to judicial review under the Administrative Review Law,
2 as now or hereafter amended.

3 (c) Appeals from all final orders and judgments entered by
4 the circuit court under this section in review of any ruling or
5 decision of the Secretary of State may be taken as in other
6 civil actions by either party to the proceeding.

7 (Source: P.A. 84-924.)

8 Section 10. The General Not For Profit Corporation Act of
9 1986 is amended by changing Section 101.45 as follows:

10 (805 ILCS 105/101.45) (from Ch. 32, par. 101.45)

11 Sec. 101.45. Judicial review under the Administrative
12 Review Law.

13 (a) Judicial review under the Administrative Review Law. If
14 the Secretary of State shall fail to approve any articles of
15 incorporation, amendment, merger, consolidation, or
16 dissolution, or any other document required by this Act to be
17 approved by the Secretary of State before the same shall be
18 filed in his or her office, the Secretary shall, within 20
19 business ~~10~~ days after the delivery thereof to him or her, give
20 written notice of his or her disapproval to the person or
21 corporation, domestic or foreign, delivering the same,
22 specifying the reasons therefor. The decision of the Secretary
23 of State is subject to judicial review under the Administrative
24 Review Law, as now or hereafter amended.

1 (b) If the Secretary of State shall revoke the ~~certificate~~
2 ~~of~~ authority to conduct affairs in this State of any foreign
3 corporation, pursuant to this Act, such decision shall be
4 subject to judicial review under the Administrative Review Law,
5 as now or hereafter amended.

6 (c) Appeals from all final orders and judgment entered by
7 the circuit court under this section in review of any ruling or
8 decision of the Secretary of State may be taken as in other
9 civil actions by either party to the proceeding.

10 (Source: P.A. 84-1423.)

11 Section 15. The Limited Liability Company Act is amended by
12 changing Section 55-5 as follows:

13 (805 ILCS 180/55-5)

14 Sec. 55-5. Judicial review under the Administrative Review
15 Law.

16 (a) If the Secretary of State shall fail to approve any
17 document required by this Act to be approved by the Secretary
18 of State before the document shall be filed in his or her
19 office, the Secretary of State shall, within 20 ~~10~~ business
20 days after the delivery thereof to him or her, give written
21 notice of the disapproval thereof to the person delivering the
22 document, specifying the reasons therefor. The decision of the
23 Secretary of State is subject to judicial review under the
24 Administrative Review Law.

1 (b) If the Secretary of State shall revoke any admission of
2 any foreign limited liability company under this Act, the
3 decision shall be subject to judicial review under the
4 Administrative Review Law.

5 (c) Appeals may be taken from all final orders and
6 judgments entered by the circuit court under this Section in
7 review of any ruling or decision of the Secretary of State may
8 be taken as in other civil actions by either party to the
9 proceeding.

10 (Source: P.A. 87-1062.)

11 Section 20. The Uniform Limited Partnership Act (2001) is
12 amended by changing Section 1309 as follows:

13 (805 ILCS 215/1309)

14 Sec. 1309. Judicial review under the Administrative Review
15 Law.

16 (a) If the Secretary of State shall fail to approve
17 documents as conforming to the law and file any document
18 required by this Act to be approved by the Secretary of State
19 before the same shall be filed in his or her business office,
20 the Secretary shall, within 20 ~~10~~ business days after the
21 delivery thereof to him or her, give written notice of his or
22 her disapproval to the person or partnership delivering the
23 same, specifying the reasons therefor. The decision of the
24 Secretary of State is subject to judicial review under the

1 Administrative Review Law, as now or hereafter amended.

2 (b) Appeals may be taken from all final orders and
3 judgments entered by the circuit court under this Section in
4 review of any ruling or decision of the Secretary of State as
5 in other civil actions by either party to the proceeding.

6 (Source: P.A. 93-967, eff. 1-1-05.)

7 Section 99. Effective date. This Act takes effect upon
8 becoming law.